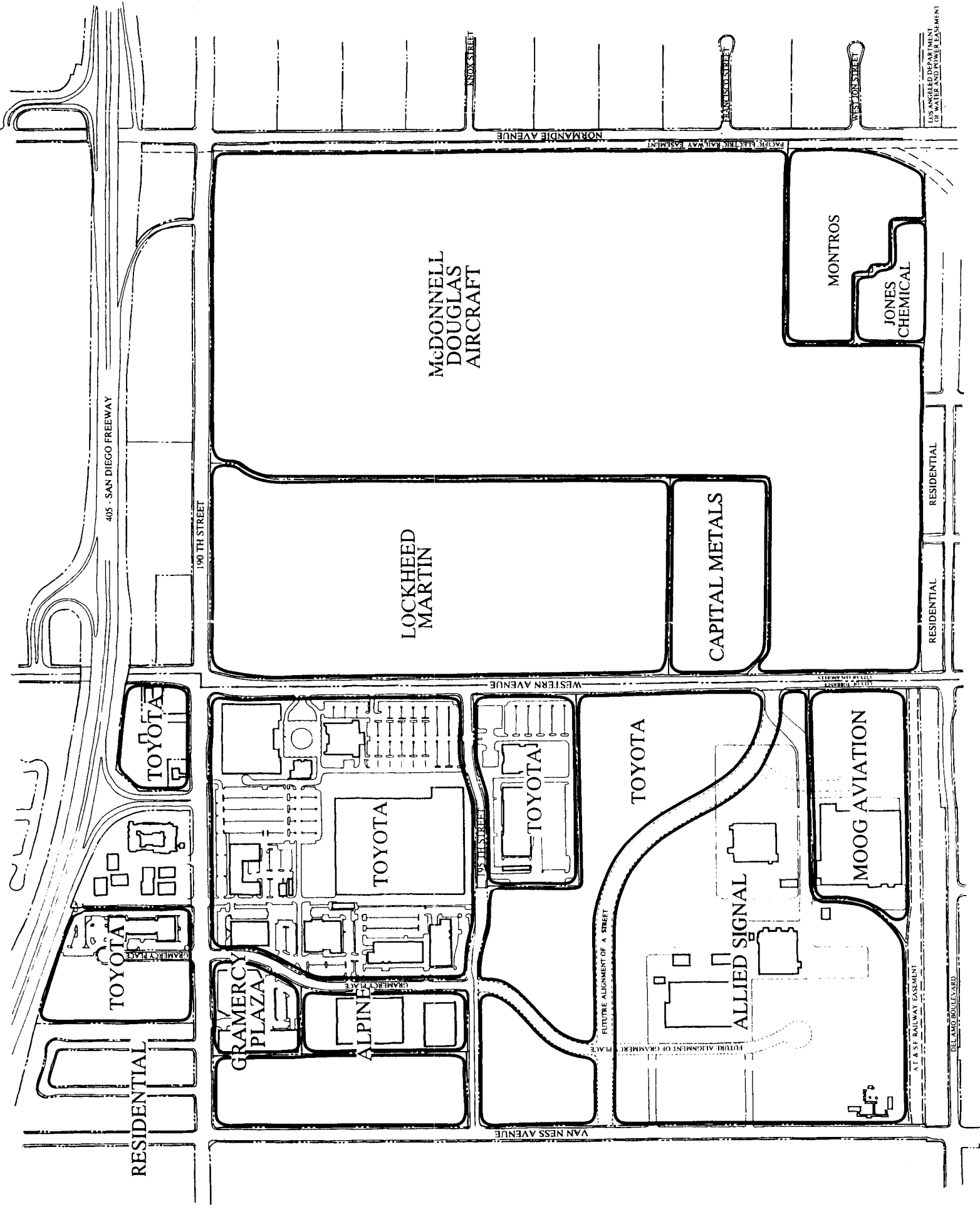
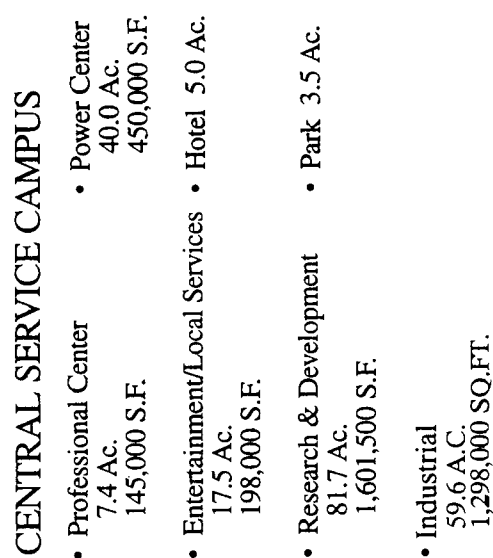
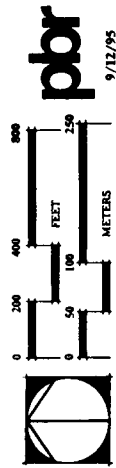


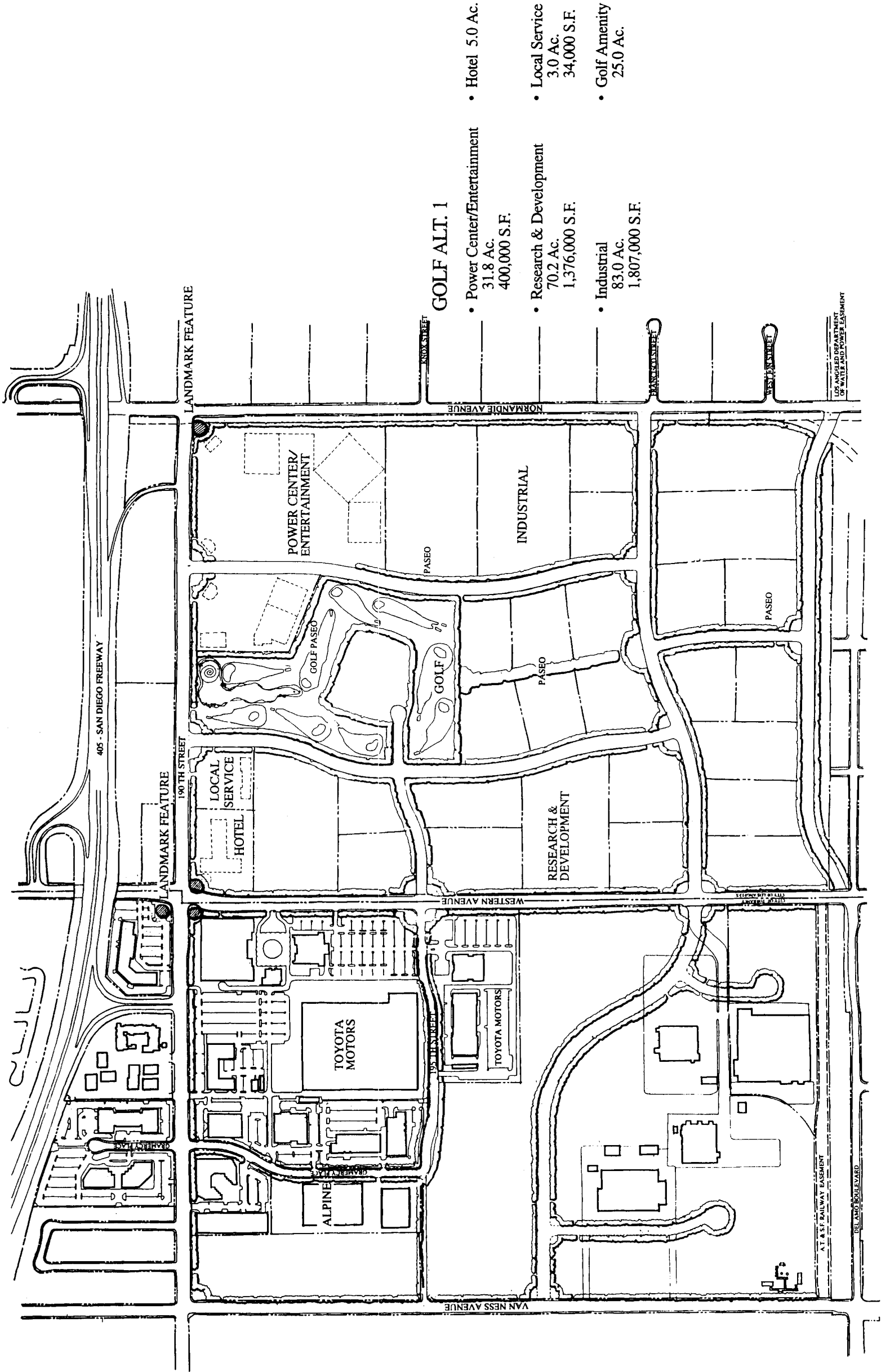
Vicinity Base Map Harbor Gateway Master Plan Gascon Mar Ltd.

Owner Parcel Map
Harbor Gateway Master Plan
Gascon Mar Ltd.









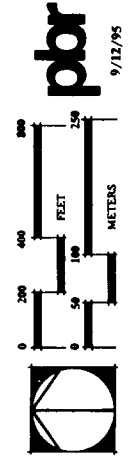
GOLF ALT. 1

- Power Center/Entertainment
31.8 Ac.
400,000 S.F.
- Research & Development
70.2 Ac.
1,376,000 S.F.
- Industrial
83.0 Ac.
1,807,000 S.F.
- Hotel 5.0 Ac.
- Local Service
3.0 Ac.
34,000 S.F.
- Golf Amenity
25.0 Ac.

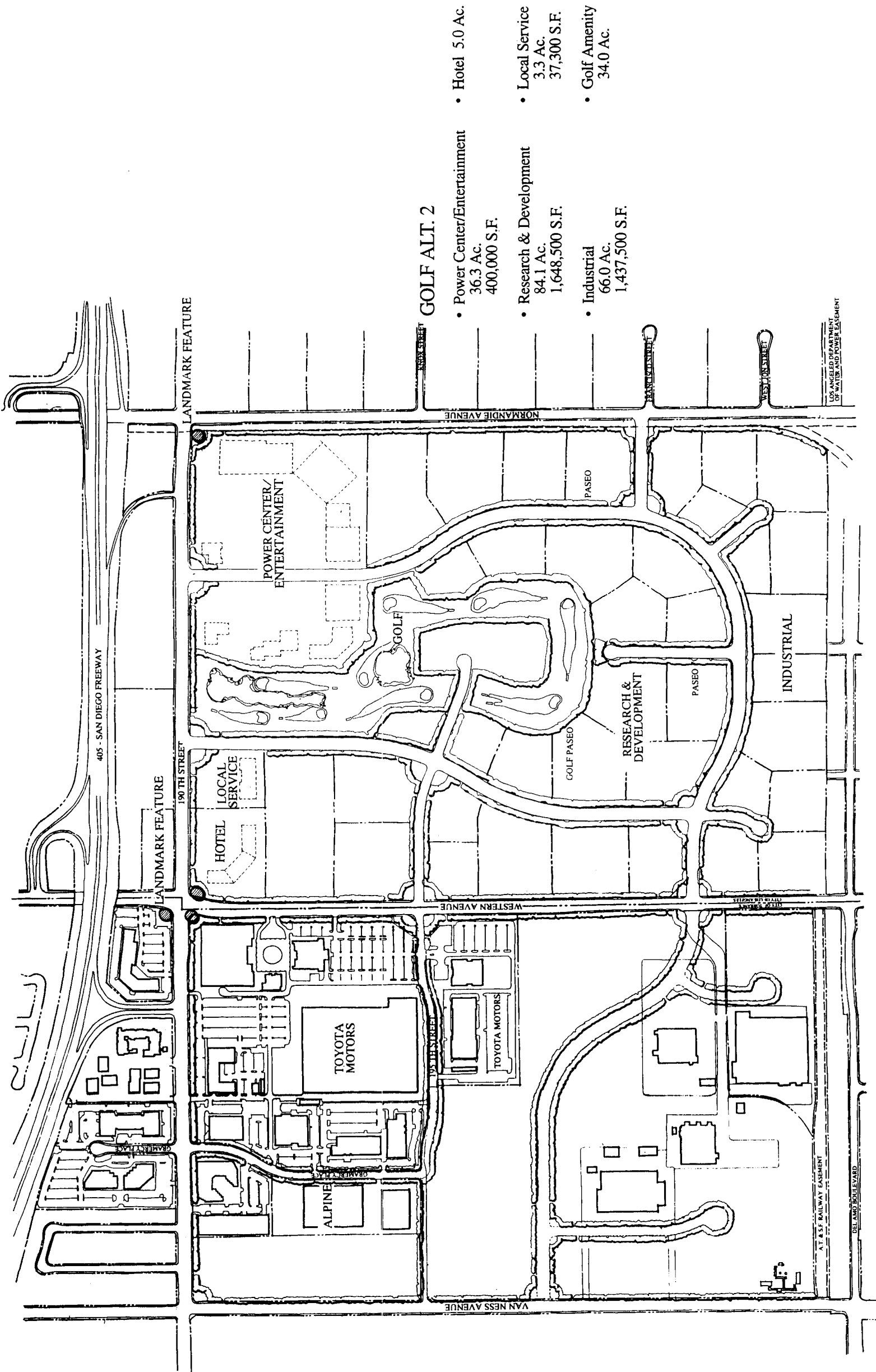
Golf Alternative 1

Harbor Gateway Master Plan

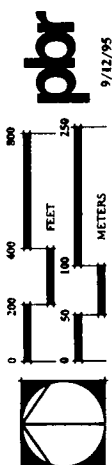
Gascon Mar Ltd.

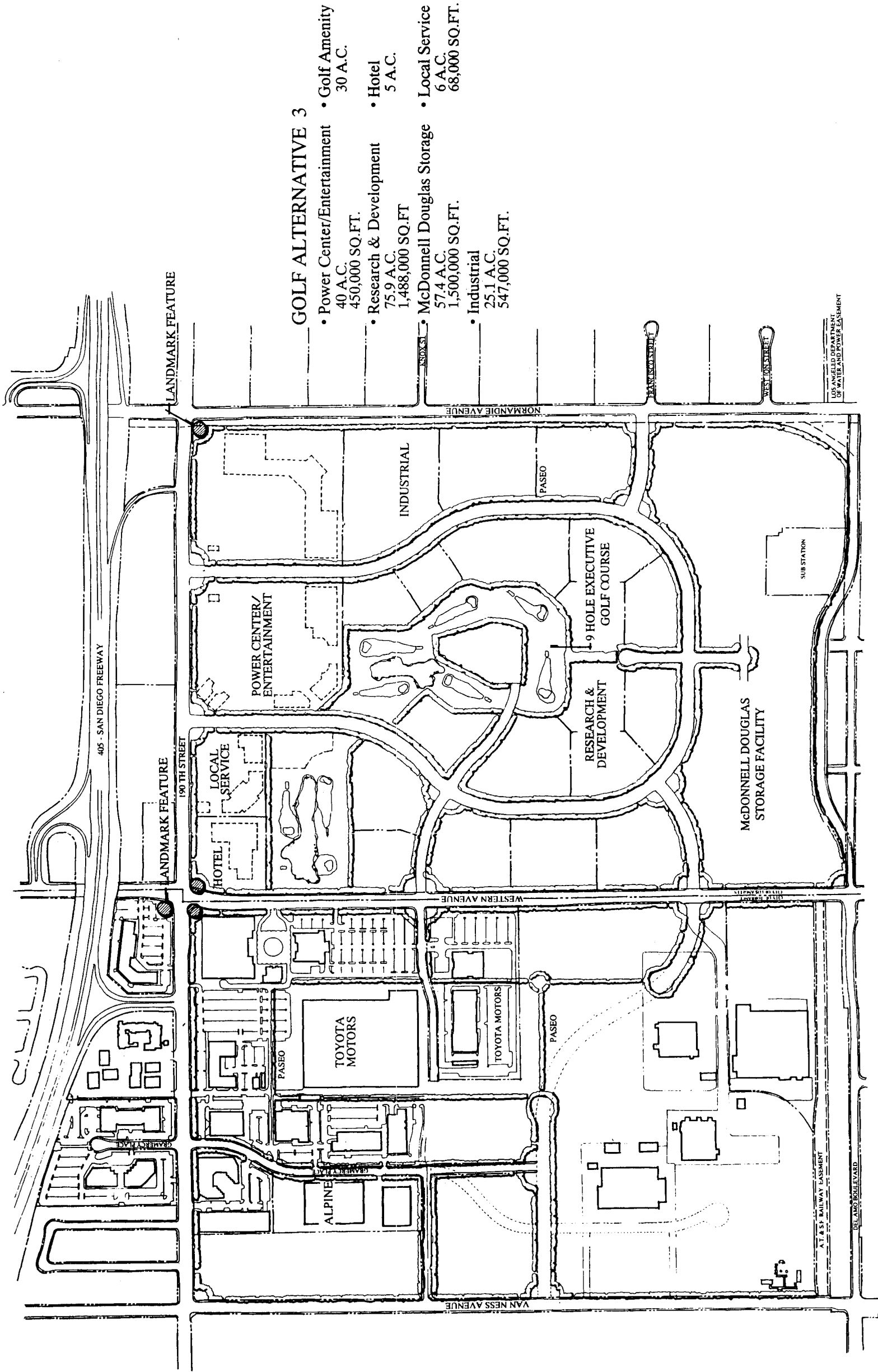


Golf Alternative 2 Harbor Gateway Master Plan Gascon Mar Ltd.



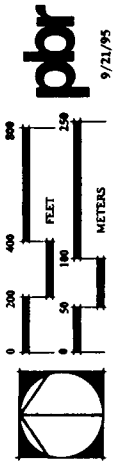
- Power Center/Entertainment
36.3 Ac.
400,000 S.F.
- Research & Development
84.1 Ac.
1,648,500 S.F.
- Industrial
66.0 Ac.
1,437,500 S.F.
- Hotel 5.0 Ac.
- Local Service
3.3 Ac.
37,300 S.F.
- Golf Amenity
34.0 Ac.



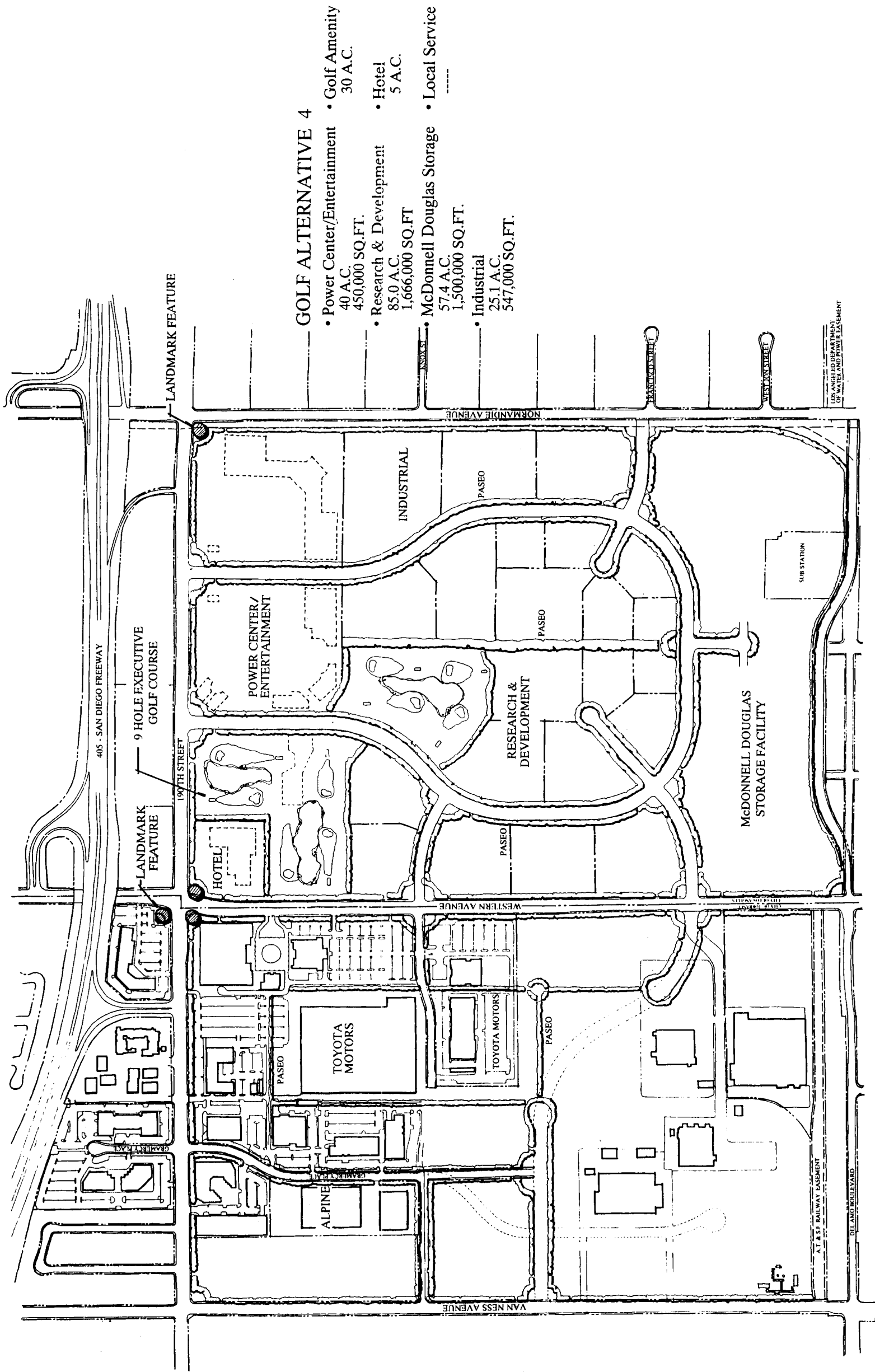


- GOLF ALTERNATIVE 3**
- Power Center/Entertainment 40 A.C. 450,000 SQ.FT.
 - Research & Development 75.9 A.C. 1,488,000 SQ.FT.
 - McDonald Douglas Storage 57.4 A.C. 1,500,000 SQ.FT.
 - Industrial 25.1 A.C. 547,000 SQ.FT.
 - Golf Amenity 30 A.C.
 - Hotel 5 A.C.
 - Local Service 6 A.C. 68,000 SQ.FT.

Golf Alternative 3 Harbor Gateway Master Plan Gascon Mar Ltd.

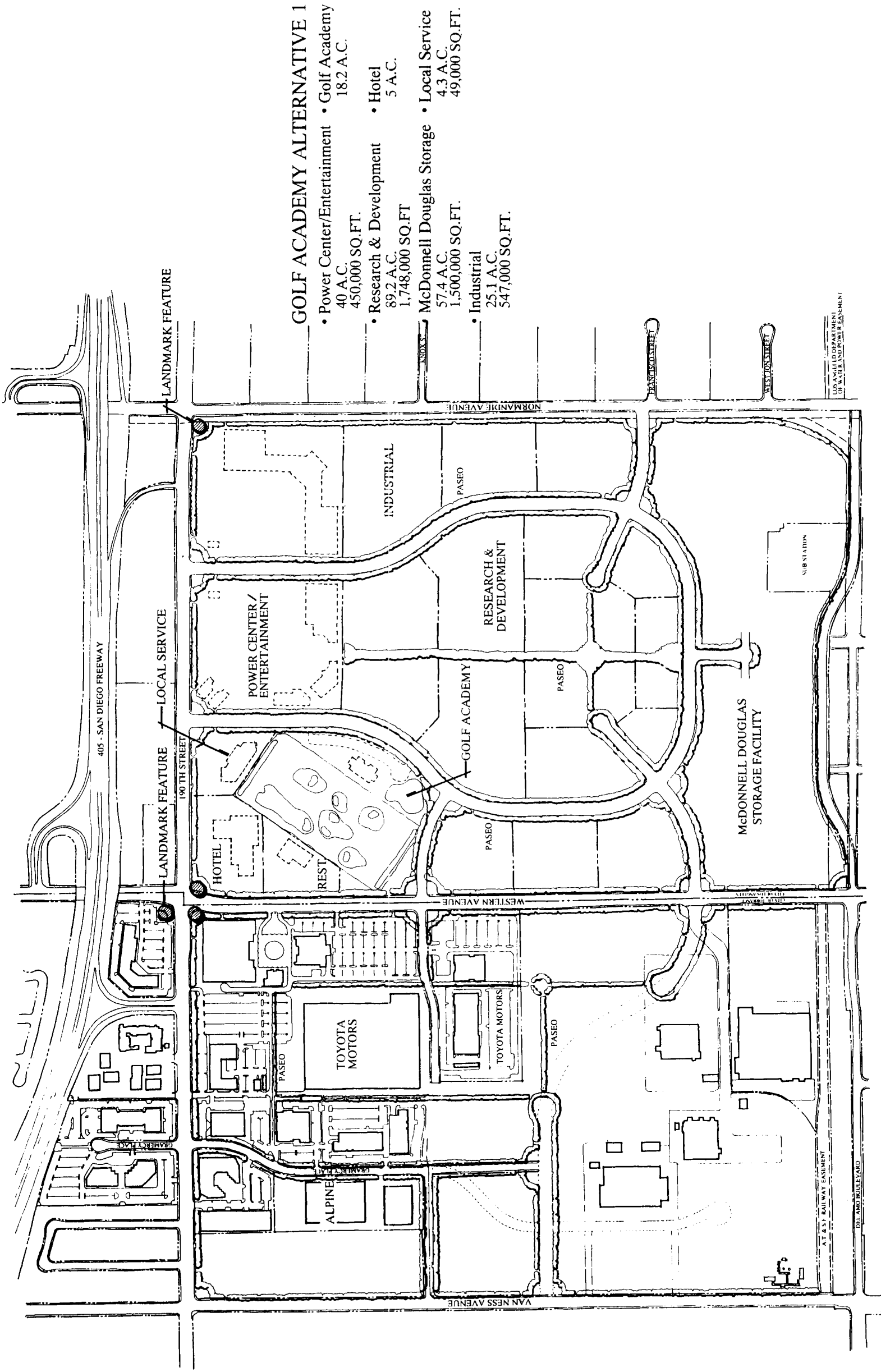


Golf Alternative 4 Harbor Gateway Master Plan Gascon Mar Ltd.



GOLF ALTERNATIVE 4

- Power Center/Entertainment 40 A.C. 450,000 SQ.FT.
- Research & Development 85.0 A.C. 1,666,000 SQ.FT.
- Hotel 5 A.C.
- McDonnell Douglas Storage 57.4 A.C. 1,500,000 SQ.FT.
- Industrial 25.1 A.C. 547,000 SQ.FT.
- Golf Amenity 30 A.C.
- Local Service -----

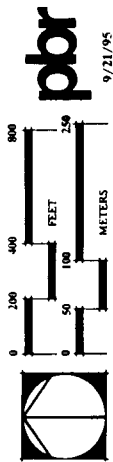


- GOLF ACADEMY ALTERNATIVE 1**
- Power Center/Entertainment • Golf Academy
40 A.C.
450,000 SQ.FT.
 - Research & Development • Hotel
89.2 A.C.
1,748,000 SQ.FT.
 - McDonnell Douglas Storage • Local Service
57.4 A.C.
1,500,000 SQ.FT.
 - Industrial
25.1 A.C.
547,000 SQ.FT.

Golf Academy Alternative 1

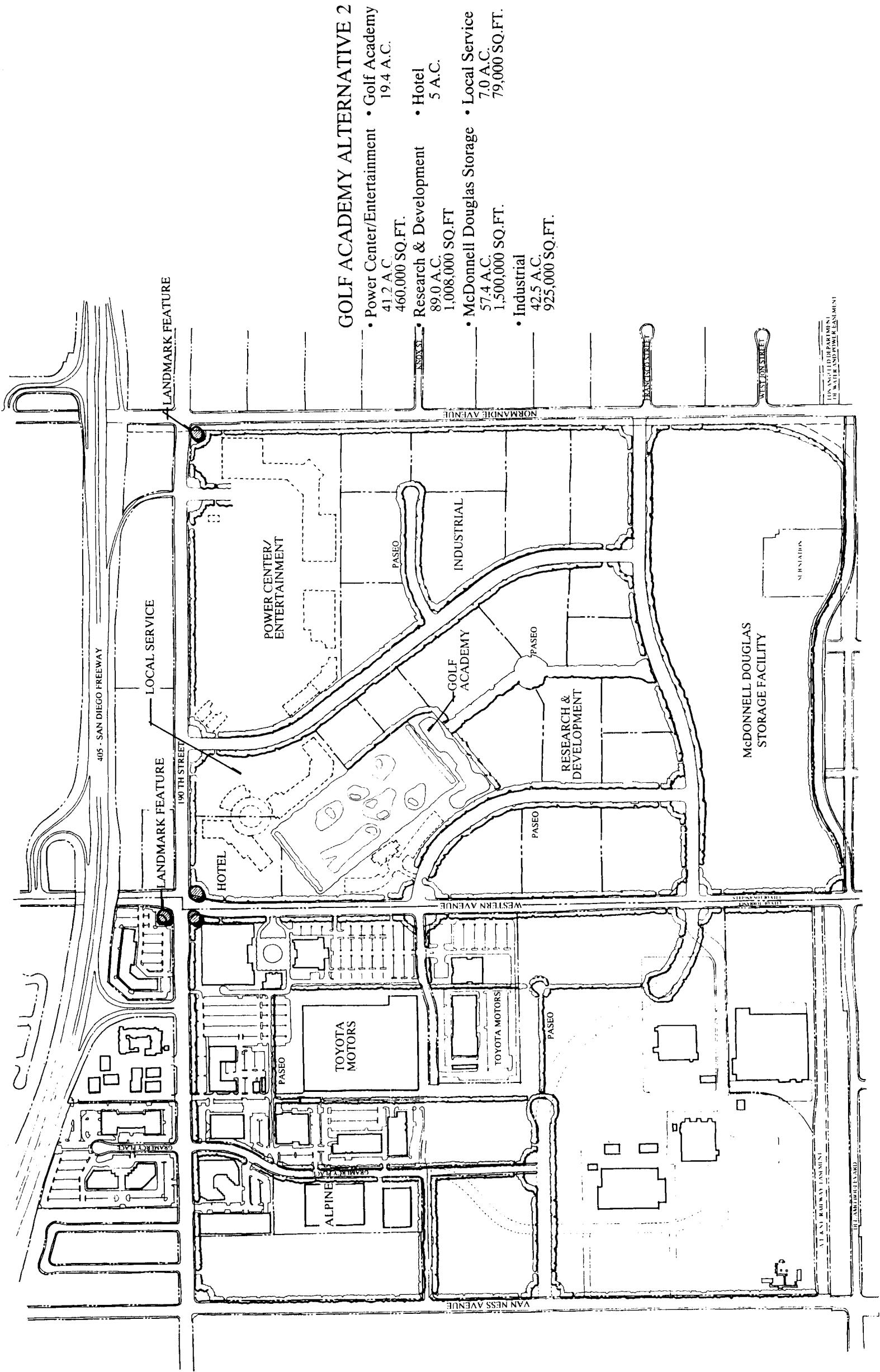
Harbor Gateway Master Plan

Gascon Mar Ltd.

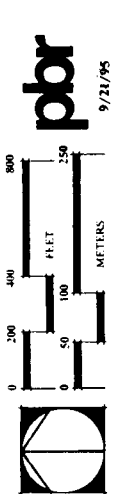


9/21/95

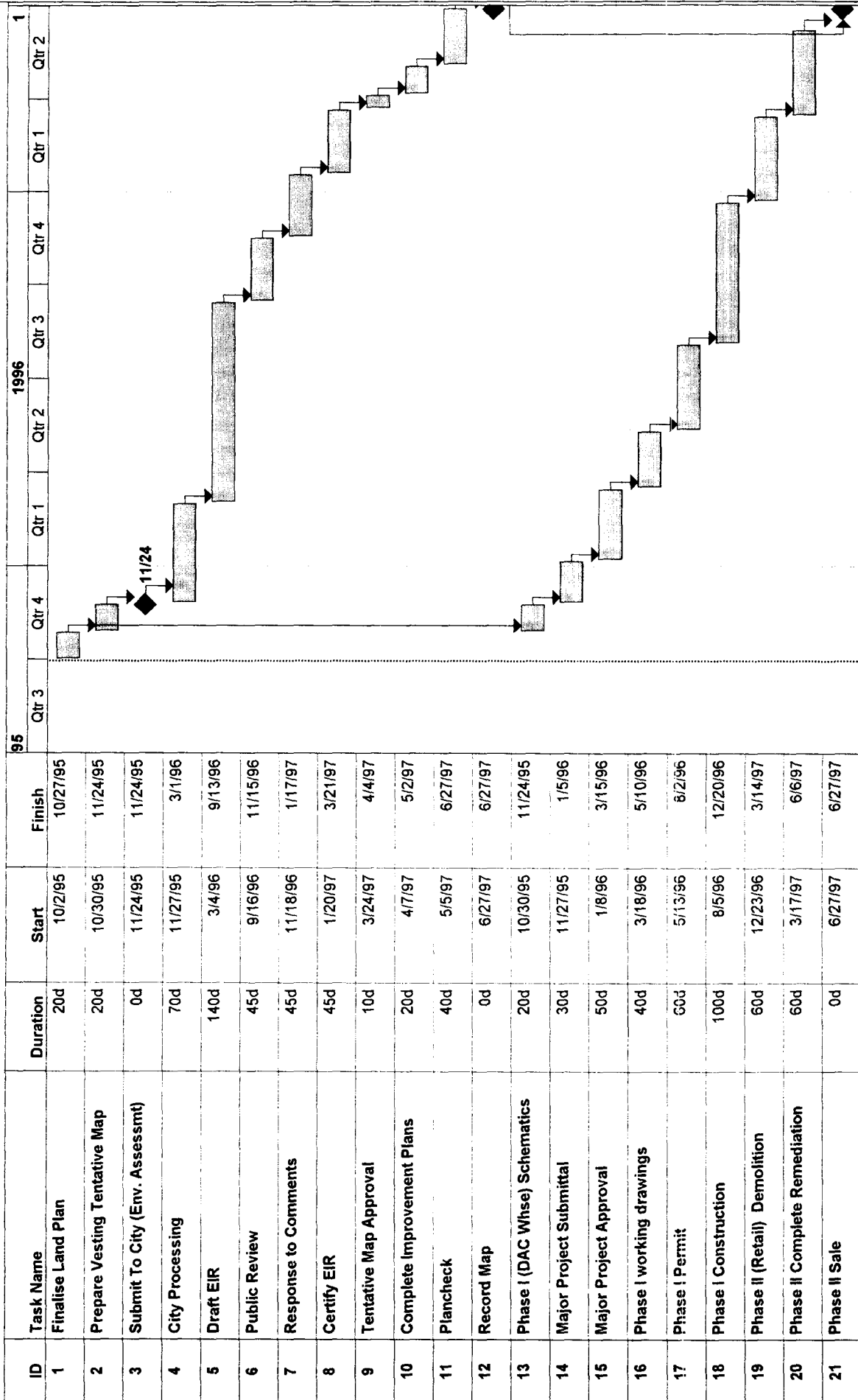
Golf Academy Alternative 2
Harbor Gateway Master Plan
Gascon Mar Ltd.



- GOLF ACADEMY ALTERNATIVE 2**
- Power Center/Entertainment • Golf Academy
41.2 A.C.
460,000 SQ.FT.
 - Research & Development • Hotel
89.0 A.C.
1,008,000 SQ.FT.
 - McDonnell Douglas Storage • Local Service
57.4 A.C.
1,500,000 SQ.FT.
 - Industrial
42.5 A.C.
925,000 SQ.FT.



MCDONNELL DOUGLAS LAND USE ENTITLEMENT SCHEDULE: EIR ALTERNATE



Task

Progress

Milestone

Summary

Rolled Up Task

Rolled Up Milestone

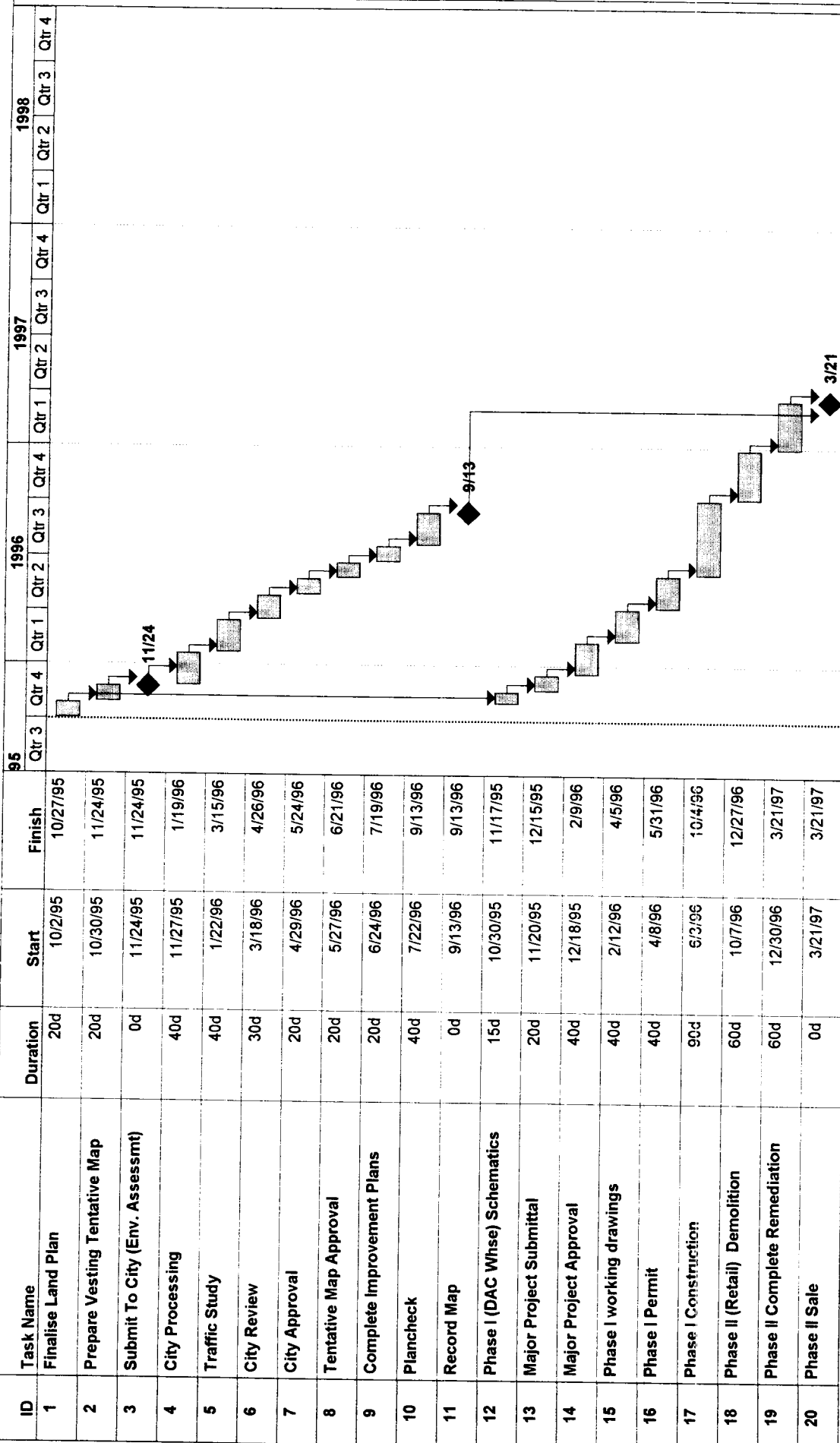
Rolled Up Progress

Rolled Up Task

Rolled Up Milestone

Project:
Date: 9/29/95

MCDONNELL DOUGLAS LAND USE ENTITLEMENT SCHEDULE: ACCELERATED NEG. DEC. ALTERNATE



Task

Progress

Milestone

Summary

Rolled Up Task


Rolled Up Milestone

Rolled Up Progress

Project:
Date: 9/29/95

**MEETING
MEMORANDUM**

TO: TOM MOTHERWAY

FROM: TOM OVERTURF 

DATE: SEPTEMBER 25, 1995

SUBJECT: TORRANCE

Attending: Alan Mackenzie, Mike Russell, Phil Cyburt and Tom Overturf

1. Alan reported that meetings with City Planning Staff show ambivalence on part of City. They feel that any project is better than no project. Lockheed Martin is pushing hard to get their plan approved and probably will get it done.
2. EIR is required in any case.
3. Likely tenants are Walmart and a Theater Complex (AMC).
4. Possibly a 100-150,000 S.F. Incredible Universe with other minor anchors possibly.
5. He's already met with a potential new tenant of great significance - IWERKS out of Burbank - Display Facility plus Technology Entertainment and Office:
 - A. 100,000 S.F. Manufacturing - possibly in existing building No. 66.
 - B. 30 -50,000 S.F. Office - possibly in existing building No. 66.
 - C. 50,000 S.F. Display - possibly in existing building No. 66.
 - D. They've just completed a new casino in New Jersey with Visual Reality, IMAX Theater, 2 other "rides" and a big food service, etc. Similar to Visual Reality at LUXOR. Next step is to take an architectural plan to IWERKS at estimated cost of \$5,000.
6. Other potential tenants:
 - A. Service Merchandise 60-70,000 S.F.
 - B. Sportsmart (type) 60-70,000 S.F.
7. All agreed that key issue now is Lockheed Martin's land value estimated at \$9-\$9.50 after remediation.
 - A. Toyota paid \$8.50/S.F. for 40 acres recently.
 - B. 50 acre deal at \$8.35/S.F. now in escrow with Allied Signal.

Tom Motherway
Torrance
September 25, 1995
Page Two of Three

8. Reviewed two plans by PBR, showing about 50-55 acres on south part of site for new MDC warehousing, probably in increments of 200,000 S.F. for aftermarket DAC Warehouse/Building 236 was at 37-43¢ with high-tech, automated warehousing to minimize land and floor area.
9. Probably makes sense for MDC/DAC to outsource Logistics as soon as possible to control costs.
10. Should also consider in more detail establishing a Redevelopment Area - risks could outweigh rewards especially if City will negotiate entitlement mitigations anyway.
11. When plan is done, contact Dan Garcia (Warner Bros.) on Planning Commission and other key political figures to sell importance and advantages to our plan versus the Lockheed Martin Plan.
12. MDRC must decide quickly whether or not to push ahead to a plan submittal in direct competition for City approval and tenant leases.
13. All agreed to assume we would move ahead upon completion and approval of this Initial Plan by MDRC, DAC, Toyota and Allied Signal. This will be necessary to dispel Lockheed Martin's contention to the City that we are just spoilers not ready to exert a positive planning and development influence in the area.
14. MDRC/DAC needs to spend some time soon to review DAC's/MDA's storage requirements, potential design solutions, and economic issues so we can agree on response to attached plans.

TAO:kk KKTO1607

Attachment

cc: Dan Summers
Steve Bissett
Dan Prescott
Phil Cyburt
Steve Barker
Mario Stavale
Merle Pautsch



IWERKS CORPORATE INTRODUCTION

Iwerks Entertainment was created in 1986 to develop software driven attractions for the out-of-home entertainment market. The company designs, manufactures and installs attractions such as Motion Simulation, Giant Screen, Virtual Reality and custom theatres such as 3-D and 360 Degree. Iwerks has become a leading producer of software driven attractions and is currently pushing the frontiers of interactive media and virtual reality with exciting new product introductions such as Virtual Adventures™.

The Iwerks Entertainment mission is to continue as a leader in the creation of unique software based attractions and continue the development of new entertainment technologies for the out-of-home market.

In May of 1994, Iwerks acquired simulation competitor Omni Films International. Iwerks will market Omni's products which include the Omni Cinema 1800 and the Omni Motion Master, Freedom Six and Gemini 6 simulation theatre systems. Additionally, Omni will add key sales personnel and technical expertise to the Iwerks Organization, thereby increasing the company's competitive edge in several key foreign territories.

The company has installed or contracted theatres at over 175 sites worldwide, primarily in theme parks, world fairs, educational institutions and visitor centers.

In addition to the industry's largest library of films, Iwerks Studios produces and distributes many films. For example, Iwerks produced a 3-D film, and provided the 3-D theatre system for Busch Gardens in Williamsburg, Virginia. Ten Turbo Ride theatres provided for five Paramount Parks, feature an Iwerks produced version of *Days of Thunder*. Iwerks has also produced the first simulation attraction for Six Flags which included producing a simulation film and theatre based on the movie *The Right Stuff*.

Iwerks Entertainment's initial public offering was in October 1993 (NASD: IWRK). This offering, coupled with our strategic alliances with Itochu Corporation, and Creative Artists Agency (CAA) have created a financially stable company capable of creating the most unique and exciting attractions.

Cinetropolis™

In January 1994, Iwerks launched a new generation of out-of-home entertainment, unveiling the world's first Cinetropolis, a software-driven entertainment center which blends large screen formats, simulation and virtual reality technology at Foxwoods Resort Casino outside Ledyard, CT. This will be followed by Iwerks second Cinetropolis opening in Chiryu, Japan in November of 1994. The Cinetropolis concept is to create mini-technology-based urban entertainment centers combining software-driven attractions with retail and restaurant venues. These complexes feature the Iwerks Giant Screen, Turbo Ride, Cinedrome 360 and Virtual Reality attractions and are designed to change about every four months.

Iwerks Giant Screen™

The company's cornerstone product is a giant screen film system called "Iwerks 870." The process uses a film frame which is six times larger than conventional 35mm and operates at a frame rate of 30 frames per second (fps), 25% faster than standard. The result is a brighter and clearer image that is presented on giant screens up to 60 feet high and 80 feet wide. Iwerks has successfully opened its first 1570 theatre

in Zion National Park in Springdale, Utah. The Iwerks 1570 is an exciting entry into the giant screen arena, and for screens over 18 meters (60 ft.) high, the 1570 system will project a clear, bright image with is large frame size.

The "Iwerksphere 870™" domed theatre, where the image is projected around the viewer and overhead, is popular in cultural centers and museums.

Iwerks 3-D attractions now offer a fourth dimension of fog, mist and rain to create an experience you can touch and feel. *"Haunts of the Olde Country,"* is one such attraction produced by Iwerks for Busch Gardens, Williamsburg, Virginia.

Turbo Ride™

An extension of the Iwerks 870™ giant screen is the Iwerks Turbo Tour™ Theatre, a "ride simulation" experience which synchronizes hydraulically actuated seats with the giant screen image. Turbo Tour™ puts the audience in the middle of the movie action creating the ultimate ride adventure. Since its inception in 1989, the Turbo Ride™ theatre has been a high growth product for the company, and with the addition of Omni, Iwerks will gain a variety of motion bases, pre-existing theatres, and a large simulation film library including *Alpha One Cowboy* and *Jake Brakin*.

360 Degree

All Iwerks 360™ products present a full cylindrical image to a standing audience, capturing places and experiences in ways that no "flat screen" theatre experience can. Iwerks 360™ uses nine 35mm projectors to present its image.

The company's newest 360° product, Cinedrome™ 360, features far better economics, smaller cameras and the ability to convert a wide array of existing film/video software to a multi-screen 360° format.

Virtual Reality

Iwerks teamed with Evans & Sutherland, pioneers in real-time flight simulation technology, to introduce one of the most advanced entertainment technologies yet developed. Virtual Adventures™ is a high capacity, real-time interactive product with 3-D, high resolution graphics. A six person vehicle interacts with other vehicles on a journey through worlds never-before-seen. The first Virtual Adventures™ is the feature attraction at Nauticus, the National Maritime Center in Norfolk, Virginia and was opened in the Summer of 1994.

Iwerks Studios

An in-house production team oversees the making of custom software for special customer needs and the ongoing development of library software for general distribution to Iwerks theatres. Iwerks current library has expanded to include such titles as: *RoboCop™:The Ride*, *Supersonic Flight* and *The Right Stuff*. The latest Iwerks release, *Dino Island*, a computer generated simulation film, is currently playing in several Iwerks theatres around the world.

Iwerks Touring Technologies

Iwerks successful Turbo Ride™ attractions spawned a new line of portable touring simulation theatres called Reactor™. Newport Beach, California based Iwerks Touring Technologies tours Reactors, 18-seat portable motion simulation theatres which utilize Sony High-Definition video laser technology. Reactor™ debuted in 1992 and eleven are currently touring throughout the United States and soon Europe and Asia.

Reactor™ offers sponsorship opportunities to connect product and promotion. In 1993 two Reactors™ crossed North America as part of a nationally sponsored tour by PepsiCo. AT+T is presently sponsoring "Virtually There, an Adventure in Motion".

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